

SERFF Tracking Number:	NHIC-126425249	State:	Arkansas
Filing Company:	National Health Insurance Company	State Tracking Number:	44358
Company Tracking Number:			
TOI:	H15G Group Health - Hospital/Surgical/Medical Sub-TOI: Expense		H15G.002 Large Group Only
Product Name:	American Benefits Association		
Project Name/Number:	/		

Filing at a Glance

Company: National Health Insurance Company

Product Name: American Benefits Association SERFF Tr Num: NHIC-126425249 State: Arkansas

TOI: H15G Group Health - SERFF Status: Closed-Approved- State Tr Num: 44358

Hospital/Surgical/Medical Expense Closed

Sub-TOI: H15G.002 Large Group Only Co Tr Num: State Status: Approved-Closed

Filing Type: Form Reviewer(s): Rosalind Minor

Authors: Eva Green, Banu Loyd Disposition Date: 12/21/2009

Date Submitted: 12/18/2009 Disposition Status: Approved-Closed

Implementation Date Requested: On Approval Implementation Date:

State Filing Description:

General Information

Project Name: Status of Filing in Domicile: Authorized

Project Number: Date Approved in Domicile: 10/06/2009

Requested Filing Mode: Review & Approval Domicile Status Comments:

Explanation for Combination/Other: Market Type: Individual

Submission Type: New Submission Group Market Size:

Overall Rate Impact: Group Market Type:

Filing Status Changed: 12/21/2009 Explanation for Other Group Market Type:

State Status Changed: 12/21/2009

Deemer Date: Created By: Eva Green

Submitted By: Eva Green Corresponding Filing Tracking Number:

Filing Description:

The purpose of this filing is to provide the Department with the information needed to approve the American Benefits Association (ABA) as a qualified group under Arkansas law. In particular, we are requesting approval of this organization as a group policyholder under group policy form HSMPPPO-2009P which has been previously approved (SERFF filing NHIC-126264594). Please see the Supporting Documentation tab for submitted materials. Please advise if you should need any additional information in this matter.

Sincerely,

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Eva A. Green
Vice-President, Compliance
National Health Insurance Company

Company and Contact

Filing Contact Information

Eva Green, Vice-President/Compliance eva.green@nhic.com
P.O. Box 619999 817-640-3410 [Phone]
Dallas, TX 75261-6199 817-640-3465 [FAX]

Filing Company Information

National Health Insurance Company CoCode: 82538 State of Domicile: Texas
P.O. Box 619999 Group Code: 4669 Company Type: LAH
Dallas, TX 75261-6199 Group Name: Southwest Ins State ID Number:
Partners
(817) 640-1900 ext. 3410[Phone] FEIN Number: 74-1541799

Filing Fees

Fee Required? Yes
Fee Amount: \$100.00
Retaliatory? Yes
Fee Explanation: Same filing fee as home state of Texas
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
National Health Insurance Company	\$100.00	12/18/2009	32913055

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	12/21/2009	12/21/2009

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Disposition

Disposition Date: 12/21/2009

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

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Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Association Group Questionnaire Information	Approved-Closed	Yes
Supporting Document	Association Membership Brochure	Approved-Closed	Yes
Supporting Document	Association Group Bylaws	Approved-Closed	Yes
Supporting Document	Association Group Articles of Incorporation	Approved-Closed	Yes
Supporting Document	Arkansas Membership List	Approved-Closed	No
Supporting Document	Financial Statement Information	Approved-Closed	No

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Supporting Document Schedules

	Item Status:	Status Date:
Bypassed - Item: Flesch Certification	Approved-Closed	12/21/2009
Bypass Reason: N/A - No policy forms submitted in this filing.		
Comments:		

	Item Status:	Status Date:
Bypassed - Item: Application	Approved-Closed	12/21/2009
Bypass Reason: N/A - No policy form included in filing.		
Comments:		

	Item Status:	Status Date:
Satisfied - Item: Association Group Questionnaire Information	Approved-Closed	12/21/2009
Comments:		
Attachment: Arkansas Group Qualification.pdf		

	Item Status:	Status Date:
Satisfied - Item: Association Membership Brochure	Approved-Closed	12/21/2009
Comments:		
Attachment: ABA Brochure_509.pdf		

	Item Status:	Status Date:
Satisfied - Item: Association Group Bylaws	Approved-Closed	12/21/2009
Comments:		

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Attachment:
ABA Bylaws.pdf

	Item Status:	Status
Satisfied - Item: Association Group Articles of Incorporation	Approved-Closed	Date: 12/21/2009

Comments:

Attachment:
Articles of Incorp.pdf

**ASSOCIATION GROUP QUALIFICATION INFORMATION
STATE OF ARKANSAS**

1. The name and address of the group's Membership Services Office is as follows:

American Benefits Association
16476 Wild Horse Creek Road
Chesterfield, MO 63017

2. American Benefits Association (ABA) was originally incorporated under the North Carolina Nonprofit Corporation Act on March 24, 1975 as the American Association of Independent Employers. The Association subsequently redomesticated to Alabama effective August 24, 1999 and the Articles of Incorporation were amended to the current name as of March 8, 2001. On June 1, 2001, the Association redomesticated to the state of Illinois. ABA has offices in Illinois, Missouri, and the District of Columbia.
3. The association does not currently have an office in Arkansas.
4. N/A.
5. Membership dues are currently charged in the amount of \$7.95 per month.
6. The Articles of Incorporation and the Bylaws provide that the purpose of the organization is educational. ABA is a non-profit corporation whose purpose is to promote the health and welfare of its members by disseminating information of special interest and providing discounts through the Association's group purchasing power.
7. Please see the enclosed membership brochure.
8. Applicants eligible for membership are adult persons who have an interest in and a need for the activities, programs, and benefits of the organization.
9. Members are recruited through contracted enrollers utilizing various methods including cold calls, advertising, and self-employed business lists.
10. The organization's Bylaws and Articles of Incorporation are enclosed.
11. Attached is a current list of Arkansas association members. There are only seven current Arkansas members. However, the current nationwide membership is 6,248.
12. Attached is a current income statement and balance sheet.
13. ABA does not receive any compensation from National Health Insurance Company of any kind.



American
Benefits
Association

*Enjoy many discounts on Health,
Consumer, Travel and Business Services!*



★★ Health Services ★★

24-Hour Nurse Helpline

Members and their dependents have unlimited access to registered nurses via a toll-free number 24 hours a day, 365 days a year.

Diet and Exercise Program

Receive special pricing at GymAmerica.com, the all-in-one interactive toolkit for a personalized diet and exercise program. Features state-of-the-art software for nutrition and personal training.

Discount Pharmacy Service

Save up to 50% on prescription drugs through this convenient mail order service from Med Script.

Emergency Medical Info Card

Keeps your personal medical profile handy at all times so emergency medical personnel will have access to data needed to administer appropriate care.

Fitness Club Program

Offers up to 60% savings and access to over 1,500 top fitness clubs nationwide, including select Bally Total Fitness, Gold's Gym and Ladies Workout Express locations.

Health Insurance

Members are eligible to apply for health insurance plans that offer protection in the event of an accident or illness. A wide range of coverage and premium options are available. This benefit requires submission and approval of a separate application for insurance.

Hearing Service

Offers members premium quality hearing aids on a no-risk, 100% satisfaction guaranteed basis.

Vision Services

Members enjoy a 10% discount for contact lenses and 20% off all other purchases at any LensCrafters location.

Vitamins & Nutritional Supplement Discounts

Members receive 15% discount on a complete line of quality vitamins, nutritional supplements, herbal remedies, and generic over-the-counter medicines.



★★ Consumer Services ★★

Auto Purchase Discounts

Members enjoy access to a dealer network offering discounts on auto purchases through CarPerks.

Child ID Card Services

By registering children with UBR Child ID Card Services, authorities will be able to provide faster, more complete information should a child go missing.

Floral Discounts

Send flowers anywhere in the world and receive 40%-60% off any purchase.

Long Distance Savings

Discounted long distance rates from one of the fastest growing long distance carriers in America.

Magazine Discounts

Save up to 85% off regular subscription rates on popular titles. Select programs offer rebates up to 35% off the purchase price. Discount service also includes gift subscriptions, renewals and transfers.

Moving Service Discounts

Members receive substantial discounts on interstate relocation services, including professional packing, loading and transportation by North America's top drivers. Also includes unloading and unpacking.

Online Shopping Mall

Receive preferred customer access to HopTheShops.com, a premium on-line shopping mall that includes more than 150 stores. Each vendor in the mall has been scrutinized carefully and offers the best value on quality items coupled with excellent customer service.

Savers Club® Book

Receive a free copy of the popular Savers Club® Book, containing thousands of discount offers on admission tickets to well-known theme parks, movie theatre tickets, reduced room rates at popular hotels/motels/inns, and selected retail services.

★★ Travel Services ★★

Car Rental Discounts

Receive special member discount rental rates from:

- Avis®
- Budget®
- Dollar®

Emergency Roadside Assistance

Once registered, members have 24-hour access to assistance from a service provider whenever car troubles arise. Service includes towing, mechanical assistance, tire changing, fuel delivery, etc.

Emergency Travel Assistance

Provides emergency travel assistance when traveling more than 100 miles away from your permanent residence.

ITC-50 Discount Hotel Program

Members save up to 50% off the regular non-discounted room rates at participating hotels through the International Travel Card (ITC-50) savings plan.

Theme Park Discounts

Savings up to \$10 off the admission price per person at well-known theme parks throughout the United States.

Travel Club

Members receive discounts on cruises, promotional sales on tours and special group departures. Members also receive personalized low airfare assistance.

★★ Business Services ★★

Collection Services

Members save 20% on consumer and/or commercial collection services from Springer Collection Services.

Computer and Digital Equipment

Receive 3% - 10% savings on Hewlett Packard notebooks, laptops, desktops, servers, printers, digital cameras, handhelds and more.

Credit Card Processing

Help your business grow and speed up your cash flow with special rates and services for major credit card processing with:

- VISA®
- MasterCard®
- American Express®
- Discover®
- Diners Club®
- JCB®

Customized Websites

Receive a 20% discount on website development services.

Document Shredding Services

Members receive discounts on secure document shredding services from Shred N Go.

E-mail Services

Save 20% on account setup fees for OnLetterhead Pro broadcast e-mail and electronic newsletter services.

Express Delivery Services

Apply for a UPS account number and receive discounts on various express delivery services.

Global Cell & Satellite Phone Rentals

Members receive discounts and great rates on global cell and satellite phone rentals for international travel from TravelCell.

Internet Access

Discounted rates and unlimited dial-up access to the internet from PowerNet Global.

Investigative Services

Security, investigation and pre-employment background services for individual members and business owners including:

- Up to 15% off investigative services and background checks
- Free Consultation

Office Supplies & Furniture Discounts

Sign up and qualify for discounts off list prices on over 16,000 items at Office Depot stores. Also receive 40% discounts on in-store high-speed and self-service copying services.

Save up to 36% off already discounted prices and up to 80% off suggested list price office supplies and furniture at Penny Wise.

Payroll Processing

Receive a 20% discount on payroll processing from ADP, plus the first month FREE.

Telecomm Review

Start with a FREE phone bill audit and find out how to save money with a comprehensive review of your existing telecomm services, fees, and other fixed costs.

Training Programs

Up to 40% discount off the cost of any quality educational book or video/book training program from Crisp Learning.



MEMBERSHIP APPLICATION

I hereby request enrollment as a member of the American Benefits Association and understand that the dues for standard membership are \$7.95 monthly; if participating in a sponsored insurance program, then my monthly dues may be collected with my insurance premiums. I also understand that my membership dues are non-refundable, and my failure to remit membership dues will result in loss of eligibility to participate in any of the Association sponsored programs or discounts.

- PLEASE PRINT -

First Name _____ MI _____ Last Name _____

Address _____

City _____ State _____ Zip _____

Phone (Home) _____ (Business) _____

Email _____

I agree to comply with the By-Laws of the Association during my membership enrollment and during the term of my membership in the Association.

Signature _____ Date _____

The American Benefits Association (ABA) is a non-profit corporation whose purpose is to promote the health and welfare of its members by disseminating information of special interest and providing discounts through the Association's group purchasing power. Membership privileges include the right to participate in all programs offered or sponsored by the Association.

Only dues-paying members of ABA are eligible for the discounts outlined in this brochure. Upon your enrollment in the Association, you will receive a ***Member's Guide to Discounts and Services*** that describes each plan in detail and provides instructions concerning the use of these discounts and services.



Membership Services Office:

16476 Wild Horse Creek Road
Chesterfield, MO 63017
1-800-992-8044

BY-LAWS OF
"AMERICAN BENEFITS ASSOCIATION"
As Amended and Restated

ARTICLE I
PURPOSES

The purpose of "AMERICAN BENEFITS ASSOCIATION" ("association") "educational" as stated in the Certificate of Incorporation, as well as any powers as are now or may hereafter be granted by the General Not-For-Profit Law of the State of Illinois.

ARTICLE II
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Illinois as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Illinois as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it

appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and be members of the Association.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Illinois for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered either personally, by mail or through the internet, to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be.

The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

ARTICLE VI OFFICERS

Section 1. **Officers.** The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. **Election and Term of Office.** The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. **Removal.** Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President.** The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. **Vice President.** In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President,

and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the

Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3. Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XI DUES AND INITIATION FEE

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4. Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Illinois under the provisions of the Articles of

Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI INDEMNIFICATION

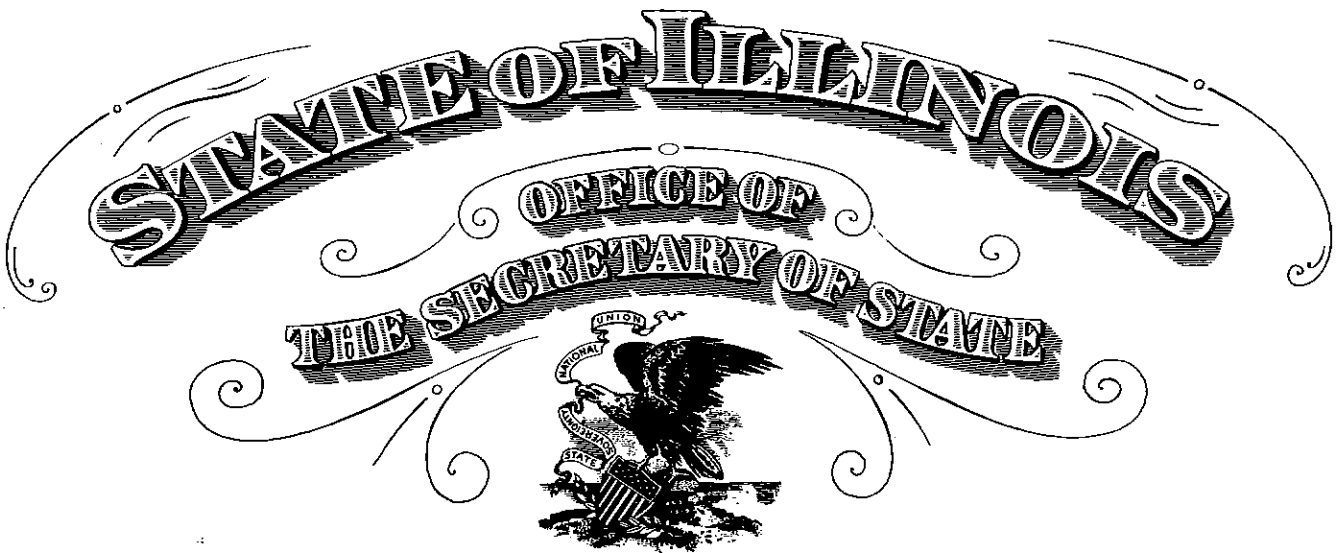
The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ACCEPTED THIS 9-9-02
DATE

BY: Monica Roy
Monica Roy, Secretary



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

AMERICAN BENEFITS ASSOCIATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 1, 2001, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 30TH *day of* JULY *A.D.* 2001.

Jesse White

SECRETARY OF STATE



CP0340847

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
AMERICAN BENEFITS ASSOCIATION
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

NFF-102.10

(Revised Jan. 1999)

http://www.sos.state.il.

FILED

JUN 01 2001

JESSE WHITE
SECRETARY OF STATE

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

Date 6-1-01

Filing Fee \$50

Approved *fl***PAID**

JUN 01 2001

TO: JESSE WHITE, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned Incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: American Benefits Association, Inc.

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent CT CORPORATION SYSTEM
 First Name Middle Name Last Name
 Registered Office 208 S. KASALLE
 Number Street (Do not use P.O. Box)
CHICAGO IL 60604 COOK
 City ZIP Code County

Article 3. The first Board of Directors shall be 3 in number, their names and residential addresses being as follows: (Not less than three)

Director's Names	Number	Street	Address City	State
Gary Johnston	2544	Christopher Oaks Ct.	St. Louis, MO	63129
Karen Boeker	13	Bordeaux Place	Lake St. Louis, MO	63367
Tracy MacIntosh	2720	Sunny Meadows Dr.	St. Charles, MO	63303

Article 4. The purposes for which the corporation is organized are: (49)Educational.Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☒ No (Check one)Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No (Check one)Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☒ No 405-30

Article 5. Other provisions (please use separate page):

6167-7836 *fl*

Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated May 10 (Month & Day) , 2001 (Year)

SIGNATURES AND NAMES

1. [Signature]
Signature _____
Name (please print) Gary Johnston

2. [Signature]
Signature _____
Name (please print) Karen Boeker

3. _____
Signature _____
Name (please print) _____

4. _____
Signature _____
Name (please print) _____

5. _____
Signature _____
Name (please print) _____

POST OFFICE ADDRESS

1. 2544 Christopher Oaks Ct.
Street _____
St. Louis, MO 63129
City/Town _____ State _____ ZIP _____

2. 13 Bordeaux Place
Street _____
Lake St. Louis, MO 63367
City/Town _____ State _____ ZIP _____

3. _____
Street _____
City/Town _____ State _____ ZIP _____

4. _____
Street _____
City/Town _____ State _____ ZIP _____

5. _____
Street _____
City/Town _____ State _____ ZIP _____

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No. _____

FORM NFP-102.10
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523
(These Articles Must Be Executed and Filed
in Duplicate)

Filing Fee \$50
C-157.11



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 1, 2001

6167-783-6

NATIONAL ADMINISTRATION CO.
1819 CLARKSON RD STE 301
CHESTERFIELD, MO 63017

RE AMERICAN BENEFITS ASSOCIATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE CERTIFICATE OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF \$50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

THE CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 3RD FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

THE ISSUANCE OF THIS CERTIFICATE DOES NOT ENTITLE THE CORPORATION TO A PROPERTY TAX EXEMPTION. YOU MUST APPLY FOR THAT EXEMPTION THROUGH THE BOARD OF REVIEW IN THE COUNTY WHERE REAL ESTATE IS LOCATED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

STATE OF ALABAMA

DOMESTIC NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS (PLEASE TYPE)

FILE THE ORIGINAL AND TWO COPIES IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. IF THE AMENDMENT CHANGES THE NAME, THE SECRETARY OF STATE'S FEE IS \$10. OTHERWISE, THERE IS NO FEE FOR FILING A NON-PROFIT AMENDMENT. THE PROBATE JUDGE'S MINIMUM FEE FOR FILING AN AMENDMENT IS \$10.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NONPROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

- Article I The name of the corporation:
American Association of Independent Employers
- Article II The following amendment was adopted:
Article I shall be amended to read as follows:
The name of the corporation is American Benefits Association
- Article III The date of the meeting of the members where the amendment was adopted, a quorum was present, and the amendment received at least two-thirds of the votes entitled to be cast: Mar. 8, 2001
- Article IV If there was no meeting, attach a statement that such amendment was adopted by written consent and signed by all members entitled to vote.
- Article V If there are no members or no members are entitled to vote, attach a statement indicating this fact, the date of the Board of Directors meeting at which the amendment was adopted, and that the amendment was adopted by the vote of a majority of the directors in office.

Date: 6-25-01

[Signature]
Signature of President or Vice President

STATE: Missouri

[Signature]
Signature of Secretary or Assistant Secretary

COUNTY: St. Louis

BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED Karen Becker WHO BEING BY ME FIRST DULY SWORN, DOTH DEPOSE AND SAY THAT HE/SHE IS THE Secretary/Treasurer OF American Association of Independent Employers AN ALABAMA CORPORATION, AND THAT THE FOREGOING STATEMENTS CONTAINED IN THIS AMENDMENT ARE TRUE, FULL AND CORRECT.

[Signature]
SIGNATURE OF OFFICER ABOVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS THE 25th DAY OF June, 2001, IN WITNESS WHEREOF I HERETO SUBSCRIBE MY NAME AND AFFIX THE SEAL OF MY OFFICE.

BARBARA J. MCCANN
Notary Public - State of Missouri
County of St. Louis
My Commission Expires Feb. 18, 2005

[Signature]
SIGNATURE OF NOTARY
2-18-2005
MY COMMISSION EXPIRES

**STATE OF ALABAMA
NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION**

Pursuant to the provision of the Alabama Non-Profit Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

Article I: The name of the corporation is **AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS.**

Article II: The duration of the corporation is perpetual.

Article III: The corporation has been organized for the following purposes:

- (a) To represent the interest of its members.
- (b) To provide for the collection and dissemination among its members of statistical data and technical information relating to employee relations, owner and employee fringe benefits, compensation studies, financial forecasting and planning economic studies and all other types of information as shall be mutually advantageous to its members.
- (c) To promote sound financial and business planning practices among its membership.
- (d) To promote and hold management institutes, seminars and other meetings, conferences and forums to improve the management and technical knowledge of the members. To promulgate financial, technical and fringe benefit news and matters of interest to members and the public.
- (e) To publish from time to time reports, studies and other publications of general or specific interest to its members and the public.
- (f) To contribute to educational and charitable funds as may be authorized by the board of directors.

(g) To print, publish and otherwise disseminate materials, studies and analysis and other information through the medium of pamphlets, books, brochures, magazines, newspapers and all forms of publications, radio, television and all other means of transmitting information to its members and the public, and to own and operate all types of machinery and equipment necessary for said purposes.

(h) To provide consulting and planning services to its members, in all areas of financial planning, insurance planning, fringe benefit planning and improvement of business and administrative procedures.

Article IV: The corporation shall have members which may be divided into such classes as shall be provided in the bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the bylaws.

Article V: The street address of the registered office of the corporation is 2000 Interstate Park Drive, Suite 204, Montgomery, Alabama 36109, and the name of the registered agent at that address is The Corporation Company.

Article VI: The names and addresses of the initial Board of Directors are:

Glenda MacKeen	2901 Country Club Road Winston-Salem, NC 27104
James Wood	3438 East Lake Road, #14-6 Palm Harbor, FL 34685
Allen Lynch	351 W. Forest Drive Mustang, OK 73064
Steve Sandridge	609 Oaklawn Avenue Winston-Salem, NC 27104

Article VII: The name and address of the Incorporator is:

J L Miles	120 South Central Avenue Clayton, Missouri 63105
-----------	---

Article VIII: No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and expenses rendered and to make payments and distributions in furtherance of the purposes of the corporation. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954.

Upon dissolution of the corporation, the Board of Directors after paying or making provisions for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner to be such organization or organizations organized and operated exclusively for such persons as shall at that time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1954 as amended, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the General Court of Justice of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as that court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this, the 23rd day of August, 1999.

Incorporator



J L Miles

STATE OF Missouri)
)ss.
 COUNTY OF St Louis)

ACKNOWLEDGMENT

BE IT REMEMBERED that on this day came before the undersigned, a Notary Public, duly qualified, commissioned and acting, J L Miles, to me well known as the person whose name is subscribed herein, and stated that he had executed the same for the consideration, uses and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public this 23rd day of August, 1999.


 Notary Public
 Willmetta Zaricor

My Commission Expires July 11, 2000

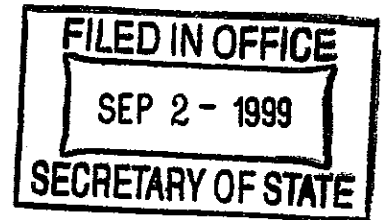


This document prepared by:

MITCHELL, WILLIAMS, SELIG,
 GATES & WOODYARD, P.L.L.C.
 425 West Capitol Avenue, Suite 1800
 Little Rock, Arkansas 72201
 (501) 688-8800

State of Alabama Montgomery Co
 I Certify This Document
 was filed on
 8/24/99 2:22:59 PM Abstract# 7962
 Reese McKinney, Jr.
 Judge of Probate

Non Profit Corporation	\$ 30.00
1 Index Fee	\$5.00
4 \$0.00per page fee	\$0.00
1 Recording Fee	\$25.00



ARTICLES OF MERGER
OF
AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS
a North Carolina Corporation
INTO
AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS
An Alabama Corporation

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, Ala. Code § 10-3A-101 (1999), et seq., **American Association of Independent Employers, a North Carolina nonprofit corporation**, and **American Association of Independent Employers, an Alabama corporation**, hereby adopt the following Articles of Merger for the purpose of merging **American Association of Independent Employers, a North Carolina nonprofit corporation**, into **American Association of Independent Employers, an Alabama nonprofit corporation** (the "Merger"):

1. The names of the undersigned corporations, the states under the law of which they are respectively organized, and their dates of incorporation are:

<u>Name of Corporation</u>	<u>State</u>	<u>Date</u>	<u>County Where Articles Filed</u>
American Association of Independent Employers	NC	4/24/75	n/a
American Association of Independent Employers	AL	8/24/99	Montgomery County

2. The laws of the state of North Carolina where American Association of Independent Employers is organized permit such Merger.

3. The laws of the state of Alabama where American Association of Independent Employers is organized permit such Merger.

4. American Association of Independent Employers, an Alabama nonprofit corporation, shall be the corporation surviving the Merger (the "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under, and be governed by, the laws of the state of Alabama. The registered office of the Surviving Corporation is located at 2000 Interstate Park Drive, Suite 204, Montgomery, Alabama 36109, and its registered agent at such address is The Corporation Company.

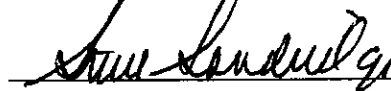
5. The name of the Surviving Corporation shall be "American Association of Independent Employers" as set forth in the Plan and Agreement of Merger attached hereto as Exhibit A (the "Plan"), and the Plan is incorporated herein by this reference. The Surviving Corporation will be governed by the Articles of Incorporation and Bylaws of American Association of Independent Employers, an Alabama nonprofit corporation.

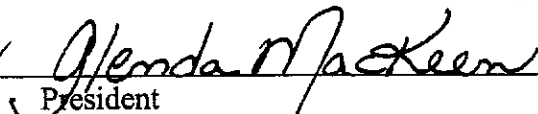
6. There are no members entitled to vote on the Plan of either of the undersigned corporations and the approval of members is not required. The Merger and Plan were approved by a majority of the directors of American Association of Independent Employers, a North Carolina nonprofit corporation, in the manner prescribed by the North Carolina Nonprofit Corporation act at a meeting held on August 24, 1999, and was approved by a majority of the directors of American Association of Independent Employers, an Alabama nonprofit corporation, at a meeting held on August 24, 1999, in accordance with the provisions of the Alabama Non-Profit Corporation Act. The Merger shall be effective as of the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles as of the 24th day of August, 1999.

**AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS**
(An Alabama nonprofit corporation)

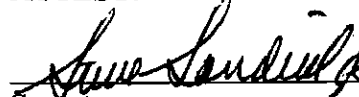
ATTEST:

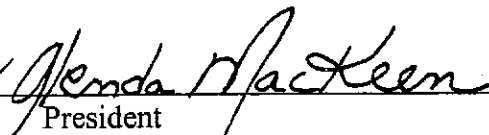

Secretary

By 
President

**AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS**
(A North Carolina nonprofit corporation)

ATTEST:


Secretary

By 
President

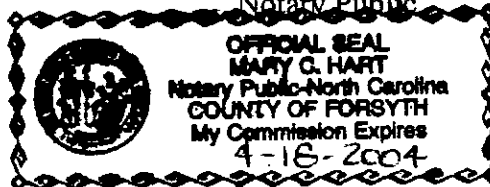
STATE OF NC)
)ss.
COUNTY OF FORSYTH)

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, an Alabama nonprofit corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of AUGUST, 1999.

My Commission Expires:
4-18-2004
(SEAL)



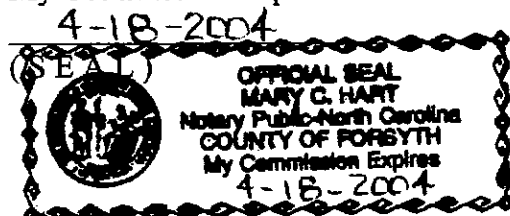
STATE OF NC)
)ss.
COUNTY OF FORSYTH)

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, a North Carolina nonprofit corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of AUGUST, 1999.

My Commission Expires:



Mary C Hart
Notary Public

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "Plan of Merger"), dated as of August 24, 1999, is by and between AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, a North Carolina nonprofit corporation, (hereinafter called "American" or "Merged Corporation"), and AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, an Alabama nonprofit corporation (hereinafter called "AAIE" or "Surviving Corporation"). American and AAIE are the constituent corporations to the merger and are sometimes hereinafter called the "Constituent Corporations."

WHEREAS, American is a nonprofit corporation duly organized and validly existing under the laws of the State of North Carolina; and

WHEREAS, American desires to redomesticate in Alabama; and

WHEREAS, AAIE is a nonprofit corporation duly organized in the State of Alabama solely for the purpose of serving as the corporation for redomestication of American in Alabama; and

WHEREAS, AAIE is a nonprofit corporation validly existing under the laws of the State of Alabama; and

WHEREAS, the Board of Directors of the constituent Corporations have approved this Plan and Agreement of Merger;

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING AND THE MUTUAL COVENANTS CONTAINED HEREIN, AND FOR THE PURPOSE OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, AND SUCH OTHER DETAILS AND PROVISIONS AS ARE DEEMED NECESSARY OR DESIRABLE, THE PARTIES HERETO AGREE AS FOLLOWS:

ARTICLE I EFFECT OF THE MERGER

1.01 On the Effective Date of the Merger (as defined in Section 3.01) American shall be merged into AAIE, which shall be the Surviving Corporation. The corporate existence of AAIE with all its purposes, powers and objects shall continue unaffected and unimpaired by the merger. As the Surviving Corporation, AAIE shall succeed to all rights, assets, liabilities and obligations of American as set forth in the Alabama Non-Profit Corporation Act. The separate existence and corporate organization of American shall cease upon the Effective Date of the Merger and thereafter AAIE shall continue as the Surviving Corporation under the laws of the State of Alabama.

1.02 If at any time after the Effective Date of the Merger the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of American acquired or to be acquired by reason of or as a result of the merger, the officers and directors of American shall and will in the name of American or otherwise execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property and rights in the Surviving Corporation and otherwise to carry out the purpose

EXHIBIT A

of this Plan of Merger, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of American or otherwise to take any and all such action.

ARTICLE II ARTICLES OF INCORPORATION AND BY-LAWS

2.01 The Articles of Incorporation ("Articles") and By-laws of AAIE as in effect on the Effective Date of the Merger shall be the Articles and By-laws of the Surviving Corporation until the same shall thereafter be amended or repealed.

ARTICLE III GENERAL

3.01 Articles of Merger shall be filed and recorded in the State of Alabama in accordance with applicable filing and recording requirements on such date as may be agreed upon by the Constituent Corporations. The merger shall become effective as of the date of the filing of the Articles of Merger (herein called the "Effective Date of the Merger").

3.02 All expenses incident to the Merger shall be paid by the Surviving Corporation.

3.03 The name and address of the registered agent of AAIE in the State of Alabama immediately prior to the effective time of the Merger, The Corporation Company, 2000 Interstate Park Drive, Suite 204; Montgomery, Alabama 36109, shall be the name and address of the registered agent of the Surviving Corporation in the State of Alabama until changed in the manner provided by law.

3.04 The directors of AAIE in office at the effective time of the Merger shall be the directors of the Surviving Corporation until their successors are elected and qualified in accordance with the bylaws of AAIE.

3.05 The officers of AAIE in office at the effective time of the Merger shall be the officers of the Surviving Corporation, holding the offices in the Surviving Corporation which they hold in AAIE, until their successors are elected or appointed and qualified in accordance with the bylaws of AAIE.

3.06 All corporate acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Constituent Corporations, their respective boards of directors, committees elected or appointed by their boards of directors, officers and agents, which were valid and effective immediately prior to the effective time of the Merger shall be taken for all purposes on and after the effective time of the Merger as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to the Constituent Corporations immediately prior to the Effective Date of the Merger.

3.07 This Plan of Merger and the transactions contemplated herein may be terminated and the merger abandoned at any time prior to the Effective Date of the Merger by mutual consent of the Board of Directors of the Constituent Corporations.

3.08 Neither of the Constituent Corporations has issued any membership interests.

IN WITNESS WHEREOF, the parties have duly executed this Agreement the date above written.

AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS,
A North Carolina nonprofit corporation

By: Glenda MacKeen
President

ATTEST:
Shirley L. Linder
Secretary

AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS,
An Alabama nonprofit corporation

By: Glenda MacKeen
President

ATTEST:
Shirley L. Linder
Secretary

STATE OF NC)
)ss.
COUNTY OF FORSYTH)

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, an Alabama nonprofit corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

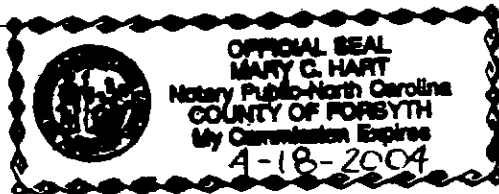
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of August, 1999.

Mary C Hart
Notary Public

My Commission Expires:

4-18-2004

(SEAL)



STATE OF NC)
)ss.
COUNTY OF FORSYTH)

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, a North Carolina corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

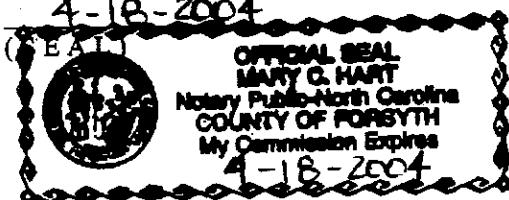
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of August, 1999.

Mary C Hart
Notary Public

My Commission Expires:

4-18-2004

(SEAL)

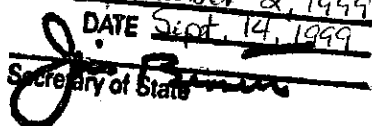


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sent to VMOB a signed the not
noted to said notary seal

31 11
2000

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on September 2, 1999
DATE Sept. 14, 1999


Secretary of State

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

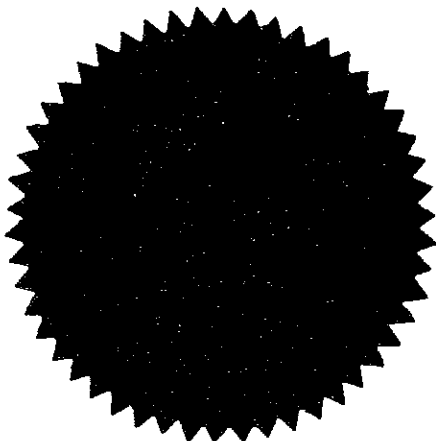
ARTICLES OF MERGER

OF

AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS
INTO
AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS

the original of which was filed in this office on the 3rd day of September, 1999.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 3rd day of September,
1999.



Elaine F. Marshall

Secretary of State

CORP ID # 0505106
FILED
10:23 Am
SEP 03 1999

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ARTICLES OF MERGER

OF

Effective
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS
a North Carolina Corporation

INTO

AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS
An Alabama Corporation

Pursuant to the provisions of the North Carolina Nonprofit Corporation Act, N.C. Gen. Stat. § 55A-11-01 et seq., **American Association of Independent Employers, a North Carolina nonprofit corporation**, and **American Association of Independent Employers, an Alabama corporation**, hereby adopt the following Articles of Merger for the purpose of merging **American Association of Independent Employers, a North Carolina nonprofit corporation**, into **American Association of Independent Employers, an Alabama nonprofit corporation** (the "Merger"):

1. The names of the undersigned corporations, the states under the law of which they are respectively organized, and their dates of incorporation are:

<u>Name of Corporation</u>	<u>State</u>	<u>Date of Incorporation</u>
American Association of Independent Employers	NC	4/24/75
American Association of Independent Employers	AL	8/24/99

2. The laws of the state of North Carolina where American Association of Independent Employers is organized permit such Merger.

3. The laws of the state of Alabama where American Association of Independent Employers is organized permit such Merger.

4. American Association of Independent Employers, an Alabama nonprofit corporation, shall be the corporation surviving the Merger (the "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under, and be governed by, the laws of the state of Alabama.

5. The name of the Surviving Corporation shall be "American Association of Independent Employers" as set forth in the Plan and Agreement of Merger attached hereto as

Exhibit "A" (the "Plan"), and the Plan is incorporated herein by this reference. The Surviving Corporation will be governed by the Articles of Incorporation and Bylaws of American Association of Independent Employers, an Alabama nonprofit corporation.


6. American Association of Independent Employers agrees that it may be served with process in the State of North Carolina in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of North Carolina. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 425 West Capitol Avenue, Suite 1800, Little Rock, Arkansas 72201, and its registered agent at such address is C. Nicholas Thompson. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

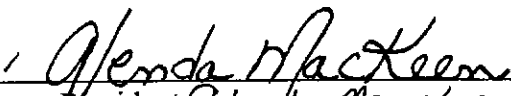
7. There are no members entitled to vote on the Plan of either of the undersigned corporations and the approval of members is not required. The Merger and Plan were approved by a majority of the directors of American Association of Independent Employers, a North Carolina nonprofit corporation, in the manner prescribed by the North Carolina Nonprofit Corporation act, and was approved by a majority of the directors of American Association of Independent Employers, an Alabama nonprofit corporation, in accordance with the provisions of the Alabama Non-Profit Corporation Act. The Merger shall be effective as of the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles as of the 24th day of August, 1999.

**AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS**
(A North Carolina nonprofit corporation)


ATTEST:


Secretary

By 
President Glenda MacKeen

**AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS**
(An Alabama nonprofit corporation)

ATTEST:


Secretary

By 
President Glenda MacKeen

STATE OF NC)
)ss.
COUNTY OF FORSYTH)

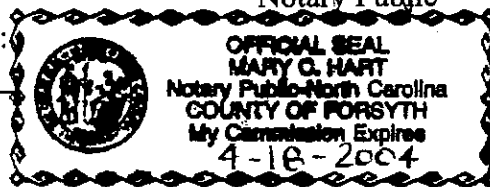
ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, an Alabama nonprofit corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of August, 1999.

Mary C Hart
Notary Public

My Commission Expires:
4-18-2004
(SEAL)



STATE OF NC)
)ss.
COUNTY OF FORSYTH)

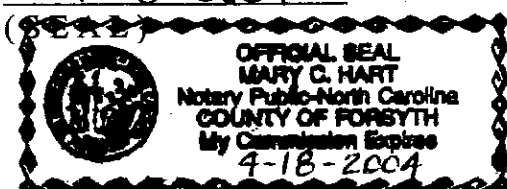
ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, a North Carolina nonprofit corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of August, 1999.

Mary C Hart
Notary Public

My Commission Expires:
4-18-2004



PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "Plan of Merger"), dated as of August 24, 1999, is by and between AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, a North Carolina nonprofit corporation, (hereinafter called "American" or "Merged Corporation"), and AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, an Alabama nonprofit corporation (hereinafter called "AAIE" or "Surviving Corporation"). American and AAIE are the constituent corporations to the merger and are sometimes hereinafter called the "Constituent Corporations."

WHEREAS, American is a nonprofit corporation duly organized and validly existing under the laws of the State of North Carolina; and

WHEREAS, American desires to redomesticate in Alabama; and

WHEREAS, AAIE is a nonprofit corporation duly organized in the State of Alabama solely for the purpose of serving as the corporation for redomestication of American in Alabama; and

WHEREAS, AAIE is a nonprofit corporation validly existing under the laws of the State of Alabama; and

WHEREAS, the Board of Directors of the constituent Corporations have approved this Plan and Agreement of Merger;

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING AND THE MUTUAL COVENANTS CONTAINED HEREIN, AND FOR THE PURPOSE OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, AND SUCH OTHER DETAILS AND PROVISIONS AS ARE DEEMED NECESSARY OR DESIRABLE, THE PARTIES HERETO AGREE AS FOLLOWS:

ARTICLE I EFFECT OF THE MERGER

1.01 On the Effective Date of the Merger (as defined in Section 3.01) American shall be merged into AAIE, which shall be the Surviving Corporation. The corporate existence of AAIE with all its purposes, powers and objects shall continue unaffected and unimpaired by the merger. As the Surviving Corporation, AAIE shall succeed to all rights, assets, liabilities and obligations of American as set forth in the Alabama Non-Profit Corporation Act. The separate existence and corporate organization of American shall cease upon the Effective Date of the Merger and thereafter AAIE shall continue as the Surviving Corporation under the laws of the State of Alabama.

1.02 If at any time after the Effective Date of the Merger the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of American acquired or to be acquired by reason of or as a result of the merger, the officers and directors of American shall and will in the name of American or otherwise execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property and rights in the Surviving Corporation and otherwise to carry out the purpose

EXHIBIT A

of this Plan of Merger, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of American or otherwise to take any and all such action.

ARTICLE II ARTICLES OF INCORPORATION AND BY-LAWS

2.01 The Articles of Incorporation ("Articles") and By-laws of AAIE as in effect on the Effective Date of the Merger shall be the Articles and By-laws of the Surviving Corporation until the same shall thereafter be amended or repealed.

ARTICLE III GENERAL

3.01 Articles of Merger shall be filed and recorded in the State of Alabama in accordance with applicable filing and recording requirements on such date as may be agreed upon by the Constituent Corporations. The merger shall become effective as of the date of the filing of the Articles of Merger (herein called the "Effective Date of the Merger").

3.02 All expenses incident to the Merger shall be paid by the Surviving Corporation.

3.03 The name and address of the registered agent of AAIE in the State of Alabama immediately prior to the effective time of the Merger, The Corporation Company, 2000 Interstate Park Drive, Suite 204, Montgomery, Alabama 36109, shall be the name and address of the registered agent of the Surviving Corporation in the State of Alabama until changed in the manner provided by law.

3.04 The directors of AAIE in office at the effective time of the Merger shall be the directors of the Surviving Corporation until their successors are elected and qualified in accordance with the bylaws of AAIE.

3.05 The officers of AAIE in office at the effective time of the Merger shall be the officers of the Surviving Corporation, holding the offices in the Surviving Corporation which they hold in AAIE, until their successors are elected or appointed and qualified in accordance with the bylaws of AAIE.

3.06 All corporate acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Constituent Corporations, their respective boards of directors, committees elected or appointed by their boards of directors, officers and agents, which were valid and effective immediately prior to the effective time of the Merger shall be taken for all purposes on and after the effective time of the Merger as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to the Constituent Corporations immediately prior to the Effective Date of the Merger.

3.07 This Plan of Merger and the transactions contemplated herein may be terminated and the merger abandoned at any time prior to the Effective Date of the Merger by mutual consent of the Board of Directors of the Constituent Corporations.

3.08 Neither of the Constituent Corporations has issued any membership interests.

IN WITNESS WHEREOF, the parties have duly executed this Agreement the date above written.

**AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS,
A North Carolina nonprofit corporation**

By: Glenda MacKeen
President

ATTEST:

Shirley L. Linder
Secretary

**AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS,
An Alabama nonprofit corporation**

By: Glenda MacKeen
President

ATTEST:

Shirley L. Linder
Secretary

STATE OF NC)
)ss.
COUNTY OF FORSYTH)

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, an Alabama nonprofit corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

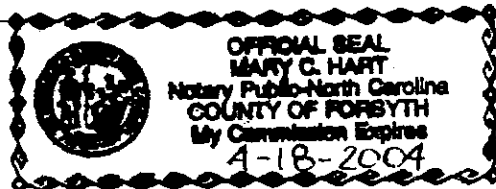
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of August, 1999.

Mary C Hart
Notary Public

My Commission Expires:

4-18-2004

(SEAL)



STATE OF NC)
)ss.
COUNTY OF FORSYTH)

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Glenda MacKeen and Steve Sandridge, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS, a North Carolina corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

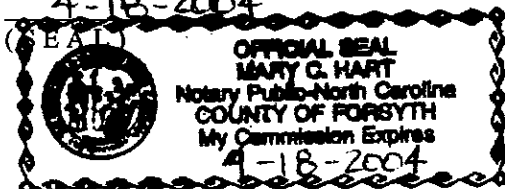
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of August, 1999.

Mary C Hart
Notary Public

My Commission Expires:

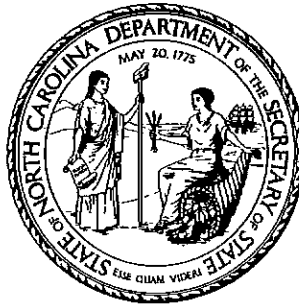
4-18-2004

(SEAL)



Return to -
FRANK J. Younger
722-1181
Will pick up

State of North Carolina



10
Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS

and the probates thereon, the original of which was filed in this office on the 24th day of April 1975, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 24th day of April in the year of our Lord 1975.



FILED
ROWAN COUNTY

'75 JUN 24 PM 4 00

Cop BK 11 pg 368

JEAN K. RANSEY
REG. OF DEEDS

Secretary of State

Deputy Secretary of State

American Institute of Management & Services
Box 1738
Salisbury, N. C. 28144

BOOK 1200P0577

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APR 24 9 02 AM '75
THAD EURE
SECRETARY OF STATE
NORTH AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS

The corporation shall have members which may be divided into
I, the undersigned natural person of the age of eighteen years or
more do hereby organize a non-stock, non-profit membership corporation
under and by virtue of the laws of the State of North Carolina, as contained
in Chapter 55 A of the General Statutes of North Carolina, entitled "Non-
Profit Corporation Act", and the several amendments thereto, and adopt
the following Articles of Incorporation.

Article One

The name of the corporation is AMERICAN ASSOCIATION OF
INDEPENDENT EMPLOYERS.

Article Two

The period of duration of the corporation shall be perpetual.

Article Three

The purposes for which the corporation is organized are:

- (a) To represent the interest of its members.
- (b) To provide for the collection and dissemination among its members of statistical data and technical information relating to employee relations, owner and employee fringe benefits, compensation studies, financial forecasting and planning economic studies and all other types of information as shall be mutually advantageous to its members.
- (c) To promote sound financial and business planning practices among its membership.
- (d) To promote and hold management institutes, seminars and other meetings, conferences and forums to improve the management and technical knowledge of the members. To promulgate financial, technical and fringe benefit news and matters of interest to members and the public.
- (e) To publish from time to time reports, studies and other publications of general or specific interest to its members and the public.
- (f) To contribute to educational and charitable funds as may be authorized by the board of directors.
- (g) To print publish and otherwise disseminate materials, studies and analysis and other information through the medium of pamphlets, books, brochures, magazines, newspapers and all forms of publications, radio, television and all other means of transmitting information to its members and the public, and to own and operate all types of machinery and equipment necessary for said purposes.

(h) To provide consulting and planning services to its members in all areas of financial planning, insurance planning, fringe benefit planning and improvement of business and administrative procedures.

Article Four

The corporation shall have members which may be divided into such classes as shall be provided in the bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the bylaws.

Article Five

The directors of the corporation shall be elected by the members in the manner provided in the bylaws.

Article Six

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and expenses rendered and to make payments and distributions in furtherance of the purposes of the corporation. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from taxation under section 501 (c) of the Internal Revenue Code of 1954.

Upon the dissolution of the corporation, the Board of Directors after paying or making provisions for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner to be such organization or organizations organized and operated exclusively for such purposes as shall at that time qualify as an exempt organization or organizations under section 501 (c) of the Internal Revenue Code of 1954 as amended, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the General Court of Justice of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations as that court shall determine which are organized and operated exclusively for such purposes.

Article Seven

The address of the initial registered office of the corporation in the State of North Carolina is 130 North Arlington Street, Salisbury, Rowan County, North Carolina 28144, and the name of its initial registered agent at such address is Wilbert L. Hollman.

Article Eight

The number of directors constituting the initial Board of Directors shall be three; and the names and addresses of the persons who are to serve as the initial directors are:

Wilbert L. Holloman	130 North Arlington Street Salisbury, North Carolina 28144
Harry P. Ward	1215 Marlborough Lane Winston-Salem, North Carolina 27105
C. Banks Finger	102 East King Street Boone, North Carolina 28607

Article Nine

The name and address of the incorporator is:

C. Banks Finger	102 East King Street Boone, North Carolina 28607
-----------------	---

IN WITNESS WHEREOF, I have hereunto set my hand this the 22nd day of April, 1975.


C. Banks Finger

STATE OF NORTH CAROLINA
COUNTY OF WATAUGA

I, Jaffa L. Watson, a Notary Public of said county, do hereby certify that C. Banks Finger personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 22nd day of April, 1975.

My commission expires

1-21-80

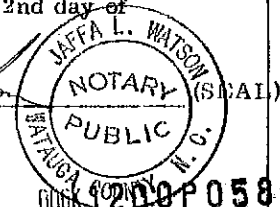
PRESENTED FOR
REGISTRATION
AND RECORDED

APR 15 9 28 AM '75

CLERK OF DEEDS
REGISTER OF DEEDS
FORSYTH CTY., N.C.

98. \$5.00 R.D.

Notary Public



BOOK 1250 P 0580

ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS

I, the undersigned natural person of the age of eighteen years or more do hereby organize a non-stock, non-profit membership corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, and adopt the following Articles of Incorporation.

Article One

The name of the corporation is AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS.

Article Two

The period of duration of the corporation shall be perpetual.

Article Three

The purposes for which the corporation is organized are:

- (a) To represent the interest of its members.
- (b) To provide for the collection and dissemination among its members of statistical data and technical information relating to employee relations, owner and employee fringe benefits, compensation studies, financial forecasting and planning economic studies and all other types of information as shall be mutually advantageous to its members.
- (c) To promote sound financial and business planning practices among its membership.
- (d) To promote and hold management institutes, seminars and other meetings, conferences and forums to improve the management and technical knowledge of the members. To promulgate financial, technical and fringe benefit news and matters of interest to members and the public.
- (e) To publish from time to time reports, studies and other publications of general or specific interest to its members and the public.
- (f) To contribute to educational and charitable funds as may be authorized by the board of directors.
- (g) To print publish and otherwise disseminate materials, studies and analysis and other information through the medium of pamphlets, books, brochures, magazines, newspapers and all forms of publications, radio, television and all other means of transmitting information to its members and the public, and to own and operate all types of machinery and equipment necessary for said purposes.

(h) To provide consulting and planning services to its members in all areas of financial planning, insurance planning, fringe benefit planning and improvement of business and administrative procedures.

Article Four

The corporation shall have members which may be divided into such classes as shall be provided in the bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the bylaws.

Article Five

The directors of the corporation shall be elected by the members in the manner provided in the bylaws.

Article Six

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and expenses rendered and to make payments and distributions in furtherance of the purposes of the corporation. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from taxation under section 501 (c) of the Internal Revenue Code of 1954.

Upon the dissolution of the corporation, the Board of Directors after paying or making provisions for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner to be such organization or organizations organized and operated exclusively for such purposes as shall at that time qualify as an exempt organization or organizations under section 501 (c) of the Internal Revenue Code of 1954 as amended, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the General Court of Justice of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations as that court shall determine which are organized and operated exclusively for such purposes.

Article Seven

The address of the initial registered office of the corporation in the State of North Carolina is 130 North Arlington Street, Salisbury, Rowan County, North Carolina 28144, and the name of its initial registered agent at such address is Wilbert L. Hollman.

Article Eight

The number of directors constituting the initial Board of Directors shall be three; and the names and addresses of the persons who are to serve as the initial directors are:

Wilbert L. Holloman	130 North Arlington Street Salisbury, North Carolina 28144
Harry P. Ward	1215 Marlborough Lane Winston-Salem, North Carolina 27105
C. Banks Finger	102 East King Street Boone, North Carolina 28607

Article Nine

The name and address of the incorporator is:

C. Banks Finger	102 East King Street Boone, North Carolina 28607
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IN WITNESS WHEREOF, I have hereunto set my hand this the 22nd day of April, 1975.


C. Banks Finger

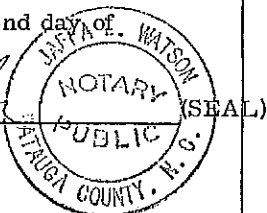
STATE OF NORTH CAROLINA

COUNTY OF WATAUGA

I, Jaffa L. Watson, a Notary Public of said county, do hereby certify that C. Banks Finger personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 22nd day of April, 1975.


Notary Public



My commission expires:

1-21-80

STATEMENT OF CHANGE OF REGISTERED
OFFICE OF
AMERICAN ASSOCIATION OF INDEPENDENT EMPLOYERS

The undersigned domestic corporation submits the following statement for the purpose of changing its registered office in the State of North Carolina.

1. The name of the corporation is American Association of Independent Employers.
2. The address of its present registered office is 130 North Arlington Street, Salisbury, Rowan County, North Carolina 28144.
3. The address to which its registered office is to be changed is P. O. Box 11107, Suite F 8005, Silas Creek Parkway Extension, Forsyth County, North Carolina 27106.
4. The name of its present registered agent is Wilbert L. Holloman.
5. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
6. Such change was authorized by resolution duly adopted by the board of directors of the corporation.

IN WITNESS WHEREOF, this statement is signed by the president and secretary of the corporation this the 1 day of April, 1977.

AMERICAN ASSOCIATION OF INDEPENDENT
EMPLOYERS

By Wilbert L. Holloman
Wilbert L. Holloman, President

By C. Banks Finger
C. Banks Finger, Secretary

STATE OF NORTH CAROLINA

COUNTY OF FORSYTH

I, Elmer Holloman, a Notary Public, hereby certify that on this the 1 day of April, 1977, personally appeared before me Wilbert L. Holloman and C. Banks Finger, each of whom being by me first duly sworn, declared that they signed the foregoing document in the capacity indicated, that they are authorized so to sign, and that the statements therein contained are true.

Elmer Holloman
Notary Public

My commission expires:

